

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
Lou@lgaillaw.com

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

MELANIE B. YASBIN
Melanie@lgaillaw.com
410-296-2225

September 30, 2011

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

RECORDED NO. 29902 FILED

SEP 30 '11 12 46 PM

Dear Ms. Brown,

I have enclosed for filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301

SURFACE TRANSPORTATION BOARD

The document is a Memorandum of Lease Agreement, a primary document, dated as of September 30, 2011. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Lessee:

Unimin Corporation
258 Elm Street
New Canaan, CT 06840

A description of the equipment covered by the Memorandum of Lease Agreement consists of 100 rail cars numbered WW 9501-9600, inclusive.

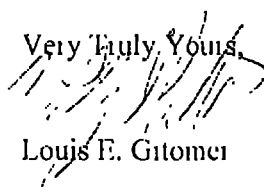
A fee of \$41.00 is enclosed. Please return one copy by email to

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

Ms Cynthia T Brown
September 30, 2011
Page 2

A short summary of the document to appear in the index follows a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South Tucker, GA 30084, and Unimin Corporation, 258 Elm Street, New Canaan, CT 06840, covering 100 rail cars numbered WW 9501-9600, inclusive

Very Truly Yours,


Louis E. Gitomer

Enclosure

RECORDATION NO. 24902 FILED

SEP 20 11 12 46 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of September 30, 2011

between

UNIMIN CORPORATION,
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC

as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§11301

on September ____, 2011 at ____: ____ .m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of September ____, 2011, by and between UNIMIN CORPORATION, ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars")

All of such railcars are subject to that certain Rail Equipment Net Leasing Agreement No. 22423-90000 dated as of April 28, 2011 (the "Master Agreement"), between Banc of America Leasing & Capital, LLC ("BALC") and Lessee. BALC has assigned to Lessor, all of BALC's rights, title and interest under the Master Agreement (to the extent related to the Railcars) including, without limitation, the right for Lessor to directly enter into a Schedule with Lessee (which such Schedule will incorporate by reference the terms and conditions of the Master Agreement) and acquire the Railcars for lease to Lessee. Such Schedule between Lessor and Lessee and, to the extent incorporated therein by reference, the Master Agreement, are collectively referred to herein as, the "Lease"

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: Galucia Smith-Dixon
Name: _____
Title: _____

UNIMIN CORPORATION

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____
Name.
Title.

UNIMIN CORPORATION

By: _____
Name Luke C. Anderson
Title Sr. Vice President, Finance & Treasurer-CFO

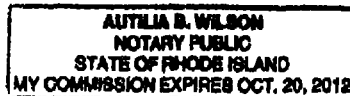
STATE OF Rhode Island)
) ss
COUNTY OF Providence)

I HEREBY CERTIFY, that on this 30th day of September, 2011, before me, the undersigned, a
Notary Public of the State of Rhode Island, personally appeared
Patricia Smith-Disu, who acknowledged himself to be the Vice President
of BANC OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven), to be
the person whose name is subscribed to the within instrument, and acknowledged that he executed
the same for the purposes therein contained as the duly authorized
Vice President of said company by signing the name of the company by
himself as the Vice President

AS WITNESS my hand and notarial seal

Autilia B. Wilson
Notary Public

My commission expires: 10/20/2012



STATE OF CONNECTICUT)

) ss.

COUNTY OF NEW HAVEN)

I HEREBY CERTIFY, that on this 21st day of September, 2011, before me, the undersigned, a Notary Public of the State of Connecticut, personally appeared Luke C. Anderson, who acknowledged himself to be the Sr. VP, Finance & Treasurer-CFO of UNIMIN CORPORATION, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Officer of said company by signing the name of the company by himself as the Sr. VP, Finance & Treasurer-CFO.

AS WITNESS my hand and notarial seal

JULISSA CONCEPCION
Notary Public

My commission expires JULISSA CONCEPCION
NOTARY PUBLIC OF CONNECTICUT
My Commission Expires 4/30/2016

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT
DESCRIPTION OF RAILCARS

<u>Asset Mark</u>	<u>Unit Type</u>
WW 9501 – 9600, inclusive	3281 c f Center Flow Covered Hopper Cars